

## **Exhibit 42**

股票代碼：2442



美齊科技股份有限公司

九十二年度

年報

刊印日期：中華民國九十三年五月十八 日

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**Stock Code: 2442**



# **2003 Annual Report**

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## (二) 董事、監察人、總經理、副總經理、協理、各部門及分支機構主管資料：

## 1. 董事及監察人資料

93年04月17日

職 稱	姓 名	選 任 日 期	任期	選任時持有股份		現在持有股數		配偶、未成 年子女現在 持有股份		利用他人名 義持有股份		主要經（學）歷		目前兼任其他公司之職務	具配偶或二 親等以內關 係之其他主 管、董事或 監察人			最近年 度之酬 勞(仟 元)
				股數	持股 比率	股數	持股 比率	股數	持股 比率	股數	持股 比率				職 稱	姓 名	關 係	
董事長	高輔投資(股) 公司法人代表：林鎮源	92.06.06	三年	47,598,845	26.82%	39,598,845	22.31%	—	—	—	—	碩士	中華映管(股)公 司董事長/總經理	JERRY INVESTMENT 董事 JEFFREY INVESTMENT 董事	—	—	—	40
董事	陳振雅	92.06.06	三年	2,313,991	1.30%	2,313,991	1.30%	—	—	—	—	學士	大同公司設計處 處長	—	—	—	140	
董事	許張義	92.06.06	三年	2,362,220	1.33%	2,362,220	1.33%	97	0%	—	—	學士	七星科技公司業 務總經理	美齊光電公司董事長 前錦科技(股)公司董事 高創電子公司董事 JEAN(M)董事	—	—	—	140
董事 (獨立)	黃振桑	92.06.06	三年	0	0%	0	0%	—	—	—	—	碩士	華陽中小企業開 發股份有限公司 總經理	光群雷射科技(股)公司/獨立董事 晟德製藥(股)公司/獨立董事 百容電子(股)公司/法人監察人代表 名鐘科技(股)公司/法人監察人代表	—	—	—	140
董事 (獨立)	劉政林	92.06.06	三年	0	0%	0	0%	—	—	—	—	碩士	東亞科技(股)公 司董事長	華晶科技(股)公司/獨立董事 大甲興業(股)公司/董事 東芯科技(股)公司/董事 東雅電子(股)公司/法人董事代表 映達連(股)公司/董事	—	—	—	140
監察人 (獨立)	莊嘉福	92.06.06	三年	0	0%	0	0%	—	—	—	—	學士	輝珂公司董事長	常田海鮮餐廳(股)公司/董事	—	—	—	140
監察人	楊青嵐	92.06.06	三年	252,354	0.14%	252,354	0.14%	—	—	—	—	博士	激態科技(股)公 司總經理	—	—	—	140	
監察人	路呈麟	92.06.06	三年	0	0%	850,000	0.48%	—	—	—	—	學士	高輔投資(股)公 司顧問	—	—	—	140	

註1：本公司法人股東高輔投資股份有限公司之主要股東為溫惠中。

註2：本公司法人代表92.10.24改派董事林鎮源先生

## 十七、關係人交易

## (一)關係人之名稱及關係

關 係 人 名 稱	與 本 公 司 之 關 係
JEAN(M) SDN. BHD. (JEAN-M公司)	子公司
英屬維京群島JEFFREY INVESTMENT LTD. (JEFFREY公司)	子公司
高創(蘇州)電子有限公司(高創電子)	孫公司
前錦科技股份有限公司(前錦科技)	子公司
富達(吳江)電子有限公司(富達電子)	間接持有60%股權之被投資公司
中華映管股份有限公司(中華映管)	其董事長為本公司董事長二等親(民國九十一年度為非關係人)
高輔投資股份有限公司(高輔公司)	持有本公司22.31%股權之股東

## (二)與關係人間之重大交易事項

## 1. 銷貨及應收款項

本公司九十二年度及九十一年度對關係人之銷貨金額如下：

	92年度		91年度	
	估本公 司銷貨		估本公 司銷貨	
	金 額	淨額%	金 額	淨額%
高創電子	\$ 39,947,023	0.35	8,184,747	0.07
前錦科技	-	-	8,309,904	0.07
	<u>\$ 39,947,023</u>	<u>0.35</u>	<u>16,494,651</u>	<u>0.14</u>

本公司售貨於關係人之收款期限，與一般廠商交易價格及條件尚無顯著不同。

本公司民國九十二年及九十一年十二月三十一日與關係人因銷售發生之應收票據及帳款餘額如下：

	92.12.31		91.12.31	
	估科目		估科目	
	金 額	餘額%	金 額	餘額%
前錦科技	<u>\$ -</u>	<u>-</u>	<u>8,116,475</u>	<u>0.62</u>

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(II) Materials of directors, monitors, general managers, vice general managers, assistant managers and individual supervisors of departments and branches:

## 1. Materials of directors and monitors

Apr. 17, 2004

Title	Name	Date of selection and appointment	Tenure	Shares held at selection and appointment		Shares held currently		Shares currently held by spouse / minor children		Shares held in the name of others		Major experiences (education background)	Position held concurrently at other companies	Other supervisors, directors and monitors that have spouse relationship or parent-child relationship			Remuneration for the most recent year (NT \$1,000)
				Number of shares	Shareholding ratio	Number of shares	Shareholding ratio	Number of shares	Shareholding ratio	Number of shares	Shareholding ratio			Title	Name	Relationship	
Chairman	Legal representative of Gaofu Investment Co., Ltd.: Lin Zhenyuan	Jun. 6, 2003	3 yrs	47,598,845	26.82%	39,598,845	22.31%	—	—	—	—	Master of Chungwa Picture Tubes Ltd.	JERRY INVESTMENT: Director JEFFREY INVESTMENT: Director	—	—	—	40
Director	Chen Zhenya	Jun. 6, 2003	3 yrs	2,313,991	1.30%	2,313,991	1.30%	—	—	—	—	Bachelor of Design Department, Tatung Company	—	—	—	—	140
Director	Xu Zhangyi	Jun. 6, 2003	3 yrs	2,362,220	1.33%	2,362,220	1.33%	97	0%	—	—	Bachelor of Business General Manager of SEVEN STARS RUBBER CO., LTD.	JEAN OPTO-ELECTRONICS TECHNOLOGY CO., LTD.: Chairman Imaging Quality Inc.: Director K-Tronics Technology Co., Ltd.: Director JEAN (M): Director	—	—	—	140
Director (independent)	Huang Zhensang	Jun. 6, 2003	3 yrs	0	0%	0	0%	—	—	—	—	Master of Sunsino Development	K LASER Technology Inc. / Independent director Center Laboratories, INC. / Independent	—	—	—	140

													ment Associat e Inc.	director Excel Cell Electronic Co., Ltd. / Representative of juridical person directors Ming Jong Technologies Co., Ltd. / Representative of juridical person directors				
Director (independe nt)	Liu Zhenglin	Jun. 6, 2003	3 yrs	0	0%	0	0%	—	—	—	—	Master	Chairma n of Eastern Asia Technol ogy Limited	Altek Corporation / Independent monitor Dajia Xingye Co., Ltd. / Director Dongxin Investment Co., Ltd. / Director Eastech Electronics (Taiwan) Inc. / Representative of juridical person directors Yingdalian Co., Ltd. / Director	—	—	—	140
Monitor (independe nt)	Zhuang Jiafu	Jun. 6, 2003	3 yrs	0	0%	0	0%	—	—	—	—	Bachel or	Chairma n of Huike Co., Ltd.	Changtian Seafood Restaurant Co., Ltd. / Director	—	—	—	140
Monitor	Yang Qinglan	Jun. 6, 2003	3 yrs	252,354	0.14%	252,354	0.14%	—	—	—	—	Doctor	General Manager of Xcitek Inc.	—	—	—	—	140
Monitor	Lu Chenglin	Jun. 6, 2003	3 yrs	0	0%	850,000	0.48%	—	—	—	—	Bachel or	Consulta nt of Gaofu Investm ent Co., Ltd.	—	—	—	—	140

Note 1: The principal shareholder of Gaofu Investment Co., Ltd., institutional shareholder of the Company, is Wen Huizhong.

Note 2: Mr. Lin Zhenyuan was reassigned as the legal representative of the Company on Oct. 24, 2003.

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**XVII. Related party transactions**

## (i) Related party name and relationship

<b>Name of related party</b>	<b>Relationship with the Company</b>
JEAN (M) SDN. BHD. (JEAN-M)	Subsidiary of the Company
JEFFREY INVESTMENT LTD. (JEFFREY), the British Virgin Islands	Subsidiary of the Company
K-Tronics (Suzhou) Technology Co., Ltd. (K-Tronics)	Sub-subsidiary of the Company
Imaging Quality Technology Inc. (Imaging Quality)	Subsidiary of the Company
Fuda Electronics (Wujiang) Co., Ltd.(Fuda Electronics)	The invested company that holds 60% equity indirectly
Chunghwa Picture Tubes Ltd. (CPT)	Its Chairman has parent-child relationship with Chairman of the Company (It was not a related parted in 2002)
Gaofu Investment Co., Ltd. (Gaofu Ltd.)	Shareholder that holds 22.31% equity of the Company

## (ii) Major transactions between related parties and the Company

## 1. Sales and accounts receivable

The Company's sales amounts to related parties in 2003 and 2002 are as follows:

	<b>2003</b>		<b>2002</b>	
		<b>Ratio to the Company 's net sales  (%)</b>		<b>Ratio to the Company 's net sales  (%)</b>
	<b>Amount</b>		<b>Amount</b>	
K-Tronics	NT \$ 39,947,023	0.35	8,184,747	0.07
Imaging Quality	-	-	8,309,904	0.07
	<b>NT \$ 39,947,023</b>	<b>0.35</b>	<b>16,494,651</b>	<b>0.14</b>

As for the collection term of sales to the related parties, there is no significant difference in terms of trade prices and terms between the Company and other common firms.

The Company's balance of notes receivable and accounts receivable incurred to the related parties due to sales as of Dec. 31, 2003 and Dec. 31, 2002 is as follows:

	<b>Dec. 31, 2003</b>	<b>Dec. 31, 2002</b>
	<b>Ratio to the subject</b>	<b>Ratio to the subject</b>



	balance		balance	
	(%)		(%)	
	<u>Amount</u>		<u>Amount</u>	
Imaging Quality	<u>NT \$ -</u>	<u>-</u>	<u>8,116,475</u>	<u>0.62</u>



December 19, 2014

**Certification**

**Park IP Translations**

This is to certify that the attached translation is, to the best of my knowledge and belief, a true and accurate translation from Chinese into English of the Jean annual report 2003.

A handwritten signature in grey ink that reads 'Sabrina Smith'. The signature is written in a cursive style. Below the signature is a horizontal line.

Sabrina Smith

Project Manager

Project Number: CRM\_1412\_011

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